



QUARTERLY STATEMENT
AS OF JUNE 30, 2014
OF THE CONDITION AND AFFAIRS OF THE
Meridian Health Plan of Michigan, Inc.

NAIC Group Code	4640 (Current Period)	4640 (Prior Period)	NAIC Company Code	52563	Employer's ID Number	38-3253977
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	12/31/1995		Commenced Business	12/31/1995		
Statutory Home Office	777 Woodward Ave. Suite 600 (Street and Number)		Detroit, MI, US 48226 (City or Town, State, Country and Zip Code)			
Main Administrative Office	777 Woodward Ave. Suite 600 (Street and Number)		Detroit, MI, US 48226 (City or Town, State, Country and Zip Code)			
Mail Address	777 Woodward Ave. Suite 600 (Street and Number or P.O. Box)		(313)324-3700 (Area Code) (Telephone Number)			
Primary Location of Books and Records	Same (City or Town, State, Country and Zip Code)		(313)324-3700 (Area Code) (Telephone Number)			
Internet Web Site Address	www.mhplan.com		(313)324-1822 (Area Code) (Telephone Number)			
Statutory Statement Contact	Matthew Agnone (Name)		(313)324-3700 (Area Code)(Telephone Number)(Extension)			
	matthew.agnone@mhplan.com (E-Mail Address)		(313)324-1822 (Fax Number)			

OFFICERS

Name	Title
Jon B. Cotton	President
Sean P. Cotton	Secretary
Janice Torosian	Treasurer

OTHERS

DIRECTORS OR TRUSTEES

George Ellis
Thomas Lauzon

Karie Pasternak

State of Michigan
County of Wayne ss

The officers of this reporting entity, being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature)	(Signature)	(Signature)
Jon B. Cotton	Sean P. Cotton	Janice Torosian
(Printed Name)	(Printed Name)	(Printed Name)
1.	2.	3.
President	Secretary	Treasurer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this _____ day of _____, 2014

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

ASSETS

		Current Statement Date			4
		1	2	3	December 31 Prior Year Net Admitted Assets
		Assets	Nonadmitted Assets	Net Admitted Assets (Cols. 1 - 2)	
1.	Bonds	49,446,489		49,446,489	51,733,890
2.	Stocks:				
2.1	Preferred stocks				
2.2	Common stocks	11,537,381		11,537,381	11,589,032
3.	Mortgage loans on real estate:				
3.1	First liens				
3.2	Other than first liens				
4.	Real estate:				
4.1	Properties occupied by the company (less \$.....0 encumbrances)				
4.2	Properties held for the production of income (less \$.....0 encumbrances)				
4.3	Properties held for sale (less \$.....0 encumbrances)				
5.	Cash (\$.....134,382,520), cash equivalents (\$.....0) and short-term investments (\$.....28,281,540)	162,664,060		162,664,060	137,518,102
6.	Contract loans (including \$.....0 premium notes)				
7.	Derivatives				
8.	Other invested assets	1,581,792	1,329,309	252,483	265,904
9.	Receivables for securities				
10.	Securities lending reinvested collateral assets				
11.	Aggregate write-ins for invested assets				
12.	Subtotals, cash and invested assets (Lines 1 to 11)	225,229,722	1,329,309	223,900,413	201,106,928
13.	Title plants less \$.....0 charged off (for Title insurers only)				
14.	Investment income due and accrued	685,161		685,161	741,430
15.	Premiums and considerations:				
15.1	Uncollected premiums and agents' balances in the course of collection				
15.2	Deferred premiums, agents' balances and installments booked but deferred and not yet due (including \$.....0 earned but unbilled premiums)				
15.3	Accrued retrospective premiums				
16.	Reinsurance:				
16.1	Amounts recoverable from reinsurers	473,324		473,324	394,738
16.2	Funds held by or deposited with reinsured companies				
16.3	Other amounts receivable under reinsurance contracts				
17.	Amounts receivable relating to uninsured plans				
18.1	Current federal and foreign income tax recoverable and interest thereon				
18.2	Net deferred tax asset	191,407		191,407	191,407
19.	Guaranty funds receivable or on deposit				
20.	Electronic data processing equipment and software				
21.	Furniture and equipment, including health care delivery assets (\$.....0)				
22.	Net adjustments in assets and liabilities due to foreign exchange rates				
23.	Receivables from parent, subsidiaries and affiliates				52,971
24.	Health care (\$.....12,796,602) and other amounts receivable	37,811,617		37,811,617	7,998,094
25.	Aggregate write-ins for other than invested assets	29,927	26,900	3,027	3,027
26.	TOTAL assets excluding Separate Accounts, Segregated Accounts and Protected Cell Accounts (Lines 12 to 25)	264,421,158	1,356,209	263,064,949	210,488,595
27.	From Separate Accounts, Segregated Accounts and Protected Cell Accounts				
28.	TOTAL (Lines 26 and 27)	264,421,158	1,356,209	263,064,949	210,488,595
DETAILS OF WRITE-INS					
1101.				
1102.				
1103.				
1198.	Summary of remaining write-ins for Line 11 from overflow page				
1199.	TOTALS (Lines 1101 through 1103 plus 1198) (Line 11 above)				
2501.	Deposits	3,027		3,027	3,027
2502.	Acquired Memberships	26,900	26,900		
2503.	Prepaid Expenses				
2598.	Summary of remaining write-ins for Line 25 from overflow page				
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	29,927	26,900	3,027	3,027

LIABILITIES, CAPITAL AND SURPLUS

		Current Period			Prior Year
		1 Covered	2 Uncovered	3 Total	4 Total
1.	Claims unpaid (less \$.....0 reinsurance ceded)	135,540,461		135,540,461	112,177,383
2.	Accrued medical incentive pool and bonus amounts	2,305,108		2,305,108	2,507,605
3.	Unpaid claims adjustment expenses	744,502		744,502	506,000
4.	Aggregate health policy reserves, including the liability of \$.....0 for medical loss ratio rebate per the Public Health Service Act	997,000		997,000	997,000
5.	Aggregate life policy reserves				
6.	Property/casualty unearned premium reserve				
7.	Aggregate health claim reserves				
8.	Premiums received in advance	12,370		12,370	6,453
9.	General expenses due or accrued	18,110,630		18,110,630	1,846,519
10.1	Current federal and foreign income tax payable and interest thereon (including \$.....0 on realized gains (losses))	11,440,671		11,440,671	1,607,973
10.2	Net deferred tax liability				
11.	Ceded reinsurance premiums payable				
12.	Amounts withheld or retained for the account of others				
13.	Remittances and items not allocated				
14.	Borrowed money (including \$.....0 current) and interest thereon \$.....0 (including \$.....0 current)				
15.	Amounts due to parent, subsidiaries and affiliates	2,435,337		2,435,337	2,216,162
16.	Derivatives				
17.	Payable for securities				
18.	Payable for securities lending				
19.	Funds held under reinsurance treaties with (\$.....0 authorized reinsurers, \$.....0 unauthorized reinsurers and \$.....0 certified reinsurers)				
20.	Reinsurance in unauthorized and certified (\$.....0) companies				
21.	Net adjustments in assets and liabilities due to foreign exchange rates				
22.	Liability for amounts held under uninsured plans				
23.	Aggregate write-ins for other liabilities (including \$.....0 current)				
24.	Total liabilities (Lines 1 to 23)	171,586,079		171,586,079	121,865,095
25.	Aggregate write-ins for special surplus funds	X X X	X X X	7,666,454	
26.	Common capital stock	X X X	X X X	44,700	44,700
27.	Preferred capital stock	X X X	X X X		
28.	Gross paid in and contributed surplus	X X X	X X X	251,363	251,363
29.	Surplus notes	X X X	X X X		
30.	Aggregate write-ins for other than special surplus funds	X X X	X X X		
31.	Unassigned funds (surplus)	X X X	X X X	83,516,353	88,327,437
32.	Less treasury stock, at cost:				
32.10 shares common (value included in Line 26 \$.....0)	X X X	X X X		
32.20 shares preferred (value included in Line 27 \$.....0)	X X X	X X X		
33.	Total capital and surplus (Lines 25 to 31 minus Line 32)	X X X	X X X	91,478,870	88,623,500
34.	Total Liabilities, capital and surplus (Lines 24 and 33)	X X X	X X X	263,064,949	210,488,595
DETAILS OF WRITE-INS					
2301.				
2302.				
2303.				
2398.	Summary of remaining write-ins for Line 23 from overflow page				
2399.	TOTALS (Lines 2301 through 2303 plus 2398) (Line 23 above)				
2501.	Estimate of 2014 ACA Health Insurer Fee Surplus	X X X	X X X	7,666,454	
2502.	X X X	X X X		
2503.	X X X	X X X		
2598.	Summary of remaining write-ins for Line 25 from overflow page	X X X	X X X		
2599.	TOTALS (Lines 2501 through 2503 plus 2598) (Line 25 above)	X X X	X X X	7,666,454	
3001.	X X X	X X X		
3002.	X X X	X X X		
3003.	X X X	X X X		
3098.	Summary of remaining write-ins for Line 30 from overflow page	X X X	X X X		
3099.	TOTALS (Lines 3001 through 3003 plus 3098) (Line 30 above)	X X X	X X X		

STATEMENT OF REVENUE AND EXPENSES

		Current Year To Date		Prior Year To Date	Prior Year Ended December 31
		1 Uncovered	2 Total	3 Total	4 Total
1.	Member Months	X X X	1,969,369	1,760,220	3,541,544
2.	Net premium income (including \$.....0 non-health premium income)	X X X	599,746,068	509,799,318	1,058,587,125
3.	Change in unearned premium reserves and reserves for rate credits	X X X			
4.	Fee-for-service (net of \$.....0 medical expenses)	X X X			
5.	Risk revenue	X X X			
6.	Aggregate write-ins for other health care related revenues	X X X	24,950,505	6	
7.	Aggregate write-ins for other non-health revenues	X X X			
8.	Total revenues (Lines 2 to 7)	X X X	624,696,573	509,799,324	1,058,587,125
Hospital and Medical:					
9.	Hospital/medical benefits		420,473,128	361,091,855	748,795,228
10.	Other professional services		2,938,574	2,367,538	6,221,038
11.	Outside referrals		20,003,082	18,267,476	36,132,275
12.	Emergency room and out-of-area		6,807,709	7,676,086	15,520,346
13.	Prescription drugs		78,031,214	55,606,808	113,975,867
14.	Aggregate write-ins for other hospital and medical		87,752	184,889	340,461
15.	Incentive pool, withhold adjustments and bonus amounts		5,282,355	3,295,204	16,119,361
16.	Subtotal (Lines 9 to 15)		533,623,814	448,489,856	937,104,576
Less:					
17.	Net reinsurance recoveries		78,585		1,124,494
18.	Total hospital and medical (Lines 16 minus 17)		533,545,229	448,489,856	935,980,082
19.	Non-health claims (net)				
20.	Claims adjustment expenses, including \$.....0 cost containment expenses		2,032,557	1,860,815	3,782,746
21.	General administrative expenses		75,778,051	59,872,532	111,871,077
22.	Increase in reserves for life and accident and health contracts (including \$.....0 increase in reserves for life only)				483,000
23.	Total underwriting deductions (Lines 18 through 22)		611,355,837	510,223,203	1,052,116,905
24.	Net underwriting gain or (loss) (Lines 8 minus 23)	X X X	13,340,736	(423,879)	6,470,220
25.	Net investment income earned		512,852	509,894	1,254,401
26.	Net realized capital gains (losses) less capital gains tax of \$.....95,265		184,925	71,404	199,094
27.	Net investment gains or (losses) (Lines 25 plus 26)		697,777	581,298	1,453,495
28.	Net gain or (loss) from agents' or premium balances charged off [(amount recovered \$.....0) (amount charged off \$.....0)]				
29.	Aggregate write-ins for other income or expenses		93,046		82,652
30.	Net income or (loss) after capital gains tax and before all other federal income taxes (Lines 24 plus 27 plus 28 plus 29)	X X X	14,131,559	157,419	8,006,367
31.	Federal and foreign income taxes incurred	X X X	11,137,434	30,105	2,311,511
32.	Net income (loss) (Lines 30 minus 31)	X X X	2,994,125	127,314	5,694,856
DETAILS OF WRITE-INS					
0601.	ACA Health Insurer Fee Revenue	X X X	24,950,505	6	
0602.	Miscellaneous Income	X X X			
0603.	X X X			
0698.	Summary of remaining write-ins for Line 6 from overflow page	X X X			
0699.	TOTALS (Lines 0601 through 0603 plus 0698) (Line 6 above)	X X X	24,950,505	6	
0701.	X X X			
0702.	X X X			
0703.	X X X			
0798.	Summary of remaining write-ins for Line 7 from overflow page	X X X			
0799.	TOTALS (Lines 0701 through 0703 plus 0798) (Line 7 above)	X X X			
1401.	Hearing/Speech devices		87,752	184,889	340,461
1402.				
1403.				
1498.	Summary of remaining write-ins for Line 14 from overflow page				
1499.	TOTALS (Lines 1401 through 1403 plus 1498) (Line 14 above)		87,752	184,889	340,461
2901.	Miscellaneous revenue		93,046		82,652
2902.				
2903.				
2998.	Summary of remaining write-ins for Line 29 from overflow page				
2999.	TOTALS (Lines 2901 through 2903 plus 2998) (Line 29 above)		93,046		82,652

STATEMENT OF REVENUE AND EXPENSES (Continued)

		1	2	3
		Current Year To Date	Prior Year To Date	Prior Year Ended December 31
CAPITAL & SURPLUS ACCOUNT				
33.	Capital and surplus prior reporting year	88,623,500	81,980,500	81,980,500
34.	Net income or (loss) from Line 32	2,994,125	127,314	5,694,856
35.	Change in valuation basis of aggregate policy and claim reserves			
36.	Change in net unrealized capital gains (losses) less capital gains tax of \$.....0	(190,903)	269,948	990,840
37.	Change in net unrealized foreign exchange capital gain or (loss)			
38.	Change in net deferred income tax			(176,029)
39.	Change in nonadmitted assets	52,148	84,490	133,333
40.	Change in unauthorized and certified reinsurance			
41.	Change in treasury stock			
42.	Change in surplus notes			
43.	Cumulative effect of changes in accounting principles			
44.	Capital Changes:			
44.1	Paid in			
44.2	Transferred from surplus (Stock Dividend)			
44.3	Transferred to surplus			
45.	Surplus adjustments:			
45.1	Paid in			
45.2	Transferred to capital (Stock Dividend)			
45.3	Transferred from capital			
46.	Dividends to stockholders			
47.	Aggregate write-ins for gains or (losses) in surplus			
48.	Net change in capital and surplus (Lines 34 to 47)	2,855,370	481,752	6,643,000
49.	Capital and surplus end of reporting period (Line 33 plus 48)	91,478,870	82,462,252	88,623,500
DETAILS OF WRITE-INS				
4701.	0			
4702.			
4703.			
4798.	Summary of remaining write-ins for Line 47 from overflow page			
4799.	TOTALS (Lines 4701 through 4703 plus 4798) (Line 47 above)			

CASH FLOW

		1	2	3
		Current	Prior	Prior
		Year	Year	Year Ended
		To Date	To Date	December 31
Cash from Operations				
1.	Premiums collected net of reinsurance	595,443,953	516,080,606	1,063,618,717
2.	Net investment income	934,658	939,537	2,056,143
3.	Miscellaneous income		6	
4.	TOTAL (Lines 1 to 3)	596,378,611	517,020,149	1,065,674,860
5.	Benefit and loss related payments	510,463,234	440,603,145	925,542,942
6.	Net transfers to Separate Accounts, Segregated Accounts and Protected Cell Accounts			
7.	Commissions, expenses paid and aggregate write-ins for deductions	61,214,949	60,035,826	116,399,519
8.	Dividends paid to policyholders			
9.	Federal and foreign income taxes paid (recovered) net of \$.....0 tax on capital gains (losses)	1,304,736	1,291,997	408,867
10.	TOTAL (Lines 5 through 9)	572,982,919	501,930,968	1,042,351,328
11.	Net cash from operations (Line 4 minus Line 10)	23,395,692	15,089,181	23,323,532
Cash from Investments				
12.	Proceeds from investments sold, matured or repaid:			
12.1	Bonds	11,721,326	24,085,176	44,880,451
12.2	Stocks	2,013,697		205,098
12.3	Mortgage loans			
12.4	Real estate			
12.5	Other invested assets	49,962	34,150	66,360
12.6	Net gains or (losses) on cash, cash equivalents and short-term investments			
12.7	Miscellaneous proceeds			
12.8	TOTAL investment proceeds (Lines 12.1 to 12.7)	13,784,985	24,119,326	45,151,909
13.	Cost of investments acquired (long-term only):			
13.1	Bonds	9,658,525	22,775,792	38,693,729
13.2	Stocks	2,013,697	1,500,000	1,840,202
13.3	Mortgage loans			
13.4	Real estate			
13.5	Other invested assets			
13.6	Miscellaneous applications	95,265	37,414	613,243
13.7	TOTAL investments acquired (Lines 13.1 to 13.6)	11,767,487	24,313,206	41,147,174
14.	Net increase (or decrease) in contract loans and premium notes			
15.	Net cash from investments (Line 12.8 minus Line 13.7 and Line 14)	2,017,498	(193,880)	4,004,735
Cash from Financing and Miscellaneous Sources				
16.	Cash provided (applied):			
16.1	Surplus notes, capital notes			
16.2	Capital and paid in surplus, less treasury stock			
16.3	Borrowed funds			
16.4	Net deposits on deposit-type contracts and other insurance liabilities			
16.5	Dividends to stockholders			
16.6	Other cash provided (applied)	(267,232)	(15,950)	83,328
17.	Net cash from financing and miscellaneous sources (Lines 16.1 through 16.4 minus Line 16.5 plus Line 16.6)	(267,232)	(15,950)	83,328
RECONCILIATION OF CASH, CASH EQUIVALENTS AND SHORT-TERM INVESTMENTS				
18.	Net change in cash, cash equivalents and short-term investments (Line 11, plus Lines 15 and 17)	25,145,958	14,879,351	27,411,595
19.	Cash, cash equivalents and short-term investments:			
19.1	Beginning of year	137,518,102	110,106,507	110,106,507
19.2	End of period (Line 18 plus Line 19.1)	162,664,060	124,985,858	137,518,102

Note: Supplemental Disclosures of Cash Flow Information for Non-Cash Transactions:

20.0001				
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EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION

	1	Comprehensive (Hospital & Medical)		4	5	6	7	8	9	10
		2	3							
	Total	Individual	Group	Medicare Supplement	Vision Only	Dental Only	Federal Employees Health Benefit Plan	Title XVIII Medicare	Title XIX Medicaid	Other
Total Members at end of:										
1. Prior Year	296,655							553	296,102	
2. First Quarter	314,786	9						1,362	308,762	4,653
3. Second Quarter	372,745	14						1,823	363,851	7,057
4. Third Quarter										
5. Current Year										
6. Current Year Member Months	1,969,369	61						8,508	1,931,008	29,792
Total Member Ambulatory Encounters for Period:										
7. Physician	1,677,772	2						13,606	1,664,164	
8. Non-Physician	1,509,434							14,002	1,495,432	
9. Total	3,187,206	2						27,608	3,159,596	
10. Hospital Patient Days Incurred	62,225							862	61,363	
11. Number of Inpatient Admissions	17,840							167	17,673	
12. Health Premiums Written (a)	601,344,345	28,815						8,691,200	584,960,764	7,663,566
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	599,746,068	28,815						8,687,785	583,365,902	7,663,566
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	510,463,234	152						6,842,045	492,015,560	11,605,477
18. Amount Incurred for Provision of Health Care Services	533,623,814	24,493						8,616,201	513,377,053	11,606,067

(a) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....8,691,200.

CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)

Aging Analysis of Unpaid Claims						
1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
MeridianRx Pharmacy Claims Payable	8,431,480	420,256				8,851,736
CVS Caremark Pharmacy Claims Payable					1,313,201	1,313,201
0199999 Individually Listed Claims Unpaid	8,431,480	420,256			1,313,201	10,164,937
0499999 Subtotals	8,431,480	420,256			1,313,201	10,164,937
0599999 Unreported claims and other claim reserves						125,375,524
0799999 Total Claims Unpaid						135,540,461
0899999 Accrued Medical Incentive Pool And Bonus Amounts						2,305,108

UNDERWRITING AND INVESTMENT EXHIBIT

ANALYSIS OF CLAIMS UNPAID-PRIOR YEAR-NET OF REINSURANCE

Line of Business		Claims Paid Year to Date		Liability End of Current Quarter		5	6
		1	2	3	4	Claims Incurred in Prior Years (Columns 1+3)	Estimated Claim Reserve and Claim Liability Dec 31 of Prior Year
		On Claims Incurred Prior to January 1 of Current Year	On Claims Incurred During the Year	On Claims Unpaid Dec 31 of Prior Year	On Claims Incurred During the Year		
1.	Comprehensive (hospital & medical)		152		24,341		
2.	Medicare Supplement						
3.	Dental only						
4.	Vision only						
5.	Federal Employees Health Benefits Plan						
6.	Title XVIII - Medicare	816,031	6,000,823	128,771	2,424,612	944,802	781,557
7.	Title XIX - Medicaid	95,650,768	390,826,546	13,821,068	119,141,080	109,471,836	111,395,826
8.	Other health		11,605,477		589		
9.	Health subtotal (Lines 1 to 8)	96,466,799	408,432,998	13,949,839	121,590,622	110,416,638	112,177,383
10.	Healthcare receivables (a)						
11.	Other non-health						
12.	Medical incentive pools and bonus amounts	2,220,280	3,264,571		2,305,108	2,220,280	2,507,605
13.	Totals (Lines 9 - 10 + 11 + 12)	98,687,079	411,697,569	13,949,839	123,895,730	112,636,918	114,684,988

(a) Excludes \$.00 loans or advances to providers not yet expensed.

Notes to Financial Statement

Note 1 –Summary of Significant Accounting Policies

Meridian Health Plan of Michigan, Inc. (the “Company”) operates as a state-licensed health maintenance organization (HMO). Meridian Health Plan of Michigan, Inc. provides medical services to persons in sixty-seven Michigan counties who subscribe as recipients of state health benefits. In addition, the Company operates a Medicare Advantage Dual-Eligible Special Needs Plan, a Medicare Advantage Prescription Drug Plan and a Medicare Stand – alone Prescription Drug Plan.

A. Accounting Practices

The financial statements of Meridian Health Plan of Michigan, Inc. (the Company) are presented on the basis of accounting practices prescribed or permitted by the State of Michigan, Department of Insurance and Financial Services (“DIFS”).

The DIFS recognizes only statutory accounting practices prescribed or permitted by the State of Michigan for determining and reporting the financial condition and results of operations of an insurance company, for determining its solvency under the Michigan Insurance law. The Accounting Practices and Procedures Manual (NAIC SAP) has been adopted as a component of prescribed or permitted practices by the state of Michigan.

Reconciliation of the Company’s net income and capital and surplus between NAIC SAP and practices prescribed and permitted by the State of Michigan and shown below:

		State of Domicile	2014	2013
NET INCOME				
(1)	Meridian Health Plan of Michigan state basis	Michigan	\$ 2,994,125	\$ 5,694,856
(2)	State Prescribed Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(3)	State Permitted Practices that increase/(decrease) NAIC SAP: None	Michigan	-	-
(4)	NAIC SAP (1-2-3=4)	Michigan	\$ 2,994,125	\$ 5,694,856
SURPLUS				
(5)	Meridian Health Plan of Michigan state basis	Michigan	\$ 91,478,870	\$ 88,623,500
(6)	State Prescribed Practices that increase/(descrease) NAIC SAP: None	Michigan	-	-
(7)	State Permitted Practices that increase/(descrease) NAIC SAP: None	Michigan	-	-
(8)	NAIC SAP (5-6-7=8)	Michigan	\$ 91,478,870	\$ 88,623,500

Note 2 - Accounting Changes and Corrections of Errors

This Note is not applicable to the Company.

Note 3 - Business Combinations and Goodwill

This Note is not applicable to the Company.

Note 4 - Discontinued Operations

This Note is not applicable to the Company.

Note 5 - Investments

This Note is not applicable to the Company.

Note 6 - Joint Ventures, Partnerships, and Limited Liability Companies

No change

Note 7 - Investment Income

This Note is not applicable to the Company.

Notes to Financial Statement

Note 8 - Derivative Instruments

This Note is not applicable to the Company.

Note 9 - Income Taxes

No change

Note 10 - Information Concerning Parent, Subsidiaries, and Affiliates

No change

Note 11 - Debt

No change

Note 12 - Retirement Plans, Deferred Compensation, Postemployment Benefits and Compensated Absences, and Other Postretirement Benefit Plans

This Note is not applicable to the Company.

Note 13 - Capital and Surplus, Stockholders’ Dividend Restrictions, and Quasi-Reorganizations

No change

Note 14 - Contingencies

This Note is not applicable to the Company.

Note 15 - Leases

This Note is not applicable to the Company.

Note 16 - Information About Financial Instruments with Off-balance-sheet Risk and Financial Instruments with Concentrations of Credit Risk

This Note is not applicable to the Company.

Note 17 - Sale, Transfer, and Servicing of Financial Assets and Extinguishments of Liabilities

This Note is not applicable to the Company.

Note 18 - Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans

This Note is not applicable to the Company.

Note 19 - Direct Premium Written/Produced by Managing General Agents/Third Party Administrators

This Note is not applicable to the Company.

Note 20 – Fair Value Measurements

- A. The following table presents information about the Company’s assets and liabilities measured at fair value at June 30, 2014, and the valuation techniques used by the Company to determine those fair values.

In general, fair values determined by Level 1 inputs use quoted prices in active markets for identical assets or liabilities that the Company has the ability to access.

Fair values determined by Level 2 inputs use other inputs that are observable, either directly or indirectly. These Level 2 inputs include quoted prices for similar assets and liabilities in active markets, and other inputs such as interest rates and yield curves that are observable at commonly quoted intervals.

Level 3 inputs are unobservable inputs, including inputs that are available in situations where there is little, if any, market activity for the related asset or liability.

In instances where inputs used to measure fair value fall into different levels in the above fair value hierarchy, fair value measurements in their entirety are categorized based on the lowest level input

Notes to Financial Statement

that is significant to the valuation. The Company’s assessment of the significance of particular inputs to these fair value measurements requires judgment and considers factors specific to each asset or liability.

The fair value of bonds was determined primarily based on Level 2 inputs. The Company obtains the fair value of these investments based on values determined and provided by the investment custodians.

(1) Fair Value Measurements at Reporting Date

Description	(Level 1)	(Level 2)	(Level 3)	Total
a. Assets at fair Value				
Common Stock	\$ 11,537,381	\$ -	\$ -	\$ 11,537,381
Total Common Stock	<u>\$ 11,537,381</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ 11,537,381</u>
Total Assets at Fair Value	<u>\$ 11,537,381</u>	<u>\$ -</u>	<u>-</u>	<u>11,537,381</u>
b. Total Liabilities at Fair Value				
Total Liabilities at Fair Value	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>	<u>\$ -</u>

(2) The Company has no Fair Value Measurements categorized within Level 3 of the fair value hierarchy.

(3) The Company had no transfers between levels.

(4) The Company has no Fair Value Measurements categorized within Level 2 and Level 3 of the fair value hierarchy.

(5) The Company has no derivative assets and liabilities.

C. Aggregate fair values of the financials instruments and applicable levels within the fair value hierarchy.

Type of Financial Instruments	Aggregate Fair					Not Practicable
	Value	Admitted Assets	Level 1	Level 2	Level 3	(Carrying Value)
Bonds	50,134,064	49,446,489	-	50,134,064	-	-
Common Stock	11,537,381	11,537,381	11,537,381	-	-	-
Short-term investments	<u>28,281,540</u>	<u>28,281,540</u>	<u>28,281,540</u>	<u>-</u>	<u>-</u>	<u>-</u>
	89,952,985	89,265,410	39,818,921	50,134,064	-	-

D. Not applicable.

Note 21 - Other Items

No Change

Note 22 - Events Subsequent

This Note is not applicable to the Company.

Note 23 - Reinsurance

No change

Note 24 - Retrospectively Rated Contracts and Contracts Subject to Redetermination

This Note is not applicable to the Company.

Note 25 - Change in Incurred Claims and Claim Adjustment Expenses

Notes to Financial Statement

Reserves as of December 31, 2013 were approximately \$114.7 million. As of June 30, 2014, approximately \$98.7 million has been paid for incurred claims and claim adjustment expenses attributable to insured events of prior years. Reserves remaining for prior years are now approximately \$13.9 million. Reserves for incurred claims and claim adjustment expense attributable to insured events of prior years has decreased by approximately \$2.1 million primarily due to the re-estimation of unpaid claims and claim adjustment expenses. This change is generally the result of ongoing analysis of recent loss development trends. Original estimates are increased or decreased as additional information becomes known regarding individual claims.

Note 26 - Intercompany Pooling Arrangements

This Note is not applicable to the Company.

Note 27 - Structured Settlements

This Note is not applicable to the Company.

Note 28 - Health Care Receivables

No change

Note 29 - Participating Policies

This Note is not applicable to the Company.

Note 30 - Premium Deficiency Reserves

No change

Note 31 - Anticipated Salvage and Subrogation

This Note is not applicable to the Company.

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES
GENERAL

- 1.1 Did the reporting entity experience any material transactions requiring the filing of Disclosure of Material Transactions with the State of Domicile, as required by the Model Act?

Yes[] No[X]
- 1.2 If yes, has the report been filed with the domiciliary state?

Yes[] No[] N/A[X]
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity?

Yes[] No[X]
- 2.2 If yes, date of change:
- 3.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer?

Yes[X] No[]
- If yes, complete Schedule Y, Parts 1 and 1A.
- 3.2 Have there been any substantial changes in the organizational chart since the prior quarter end?

Yes[] No[X]
- 3.3 If the response to 3.2 is yes, provide a brief description of those changes:
- 4.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement?

Yes[] No[X]
- 4.2 If yes, provide the name of entity, NAIC Company Code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1	2	3
Name of Entity	NAIC Company Code	State of Domicile

5. If the reporting entity is subject to a management agreement, including third-party administrator(s), managing general agent(s), attorney-in-fact, or similar agreement, have there been any significant changes regarding the terms of the agreement or principals involved?

If yes, attach an explanation.

Yes[] No[X] N/A[]
- 6.1 State as of what date the latest financial examination of the reporting entity was made or is being made.

12/31/2011
- 6.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.

12/31/2011
- 6.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).

10/01/2012
- 6.4 By what department or departments?

State of Michigan DIFS
- 6.5 Have all financial statement adjustments within the latest financial examination report been accounted for in a subsequent financial statement filed with Departments?

Yes[] No[] N/A[X]
- 6.6 Have all of the recommendations within the latest financial examination report been complied with?

Yes[X] No[] N/A[]
- 7.1 Has this reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period?

Yes[] No[X]
- 7.2 If yes, give full information
- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board?

Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms?

Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide below the names and location (city and state of the main office) of any affiliates regulated by a federal regulatory services agency [i.e. the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC)] and identify the affiliate's primary federal regulator.]

1	2	3	4	5	6
Affiliate Name	Location (City, State)	FRB	OCC	FDIC	SEC
		Yes[] No[X]	Yes[] No[X]	Yes[] No[X]	Yes[] No[X]

- 9.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards?

(a) Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;

(b) Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;

(c) Compliance with applicable governmental laws, rules and regulations;

(d) The prompt internal reporting of violations to an appropriate person or persons identified in the code; and

(e) Accountability for adherence to the code.

Yes[X] No[]
- 9.11 If the response to 9.1 is No, please explain:
- 9.2 Has the code of ethics for senior managers been amended?

Yes[] No[X]
- 9.21 If the response to 9.2 is Yes, provide information related to amendment(s).
- 9.3 Have any provisions of the code of ethics been waived for any of the specified officers?

Yes[] No[X]
- 9.31 If the response to 9.3 is Yes, provide the nature of any waiver(s).

FINANCIAL

- 10.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement?

Yes[] No[X]
- 10.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount:

\$ 0

INVESTMENT

- 11.1 Were any of the stocks, bonds, or other assets of the reporting entity loaned, placed under option agreement, or otherwise made available for use by another person? (Exclude securities under securities lending agreements.)

Yes[] No[X]
- 11.2 If yes, give full and complete information relating thereto:
12. Amount of real estate and mortgages held in other invested assets in Schedule BA:

\$ 0
13. Amount of real estate and mortgages held in short-term investments:

\$ 0

GENERAL INTERROGATORIES (Continued)

INVESTMENT

14.1 Does the reporting entity have any investments in parent, subsidiaries and affiliates?

14.2 If yes, please complete the following:

Yes[] No[X]

		1	2
		Prior Year-End Book/Adjusted Carrying Value	Current Quarter Book/Adjusted Carrying Value
14.21	Bonds		
14.22	Preferred Stock		
14.23	Common Stock		
14.24	Short-Term Investments		
14.25	Mortgages Loans on Real Estate		
14.26	All Other		
14.27	Total Investment in Parent, Subsidiaries and Affiliates (Subtotal Lines 14.21 to 14.26)		
14.28	Total Investment in Parent included in Lines 14.21 to 14.26 above		

15.1 Has the reporting entity entered into any hedging transactions reported on Schedule DB?

15.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state?
If no, attach a description with this statement.

16. For the reporting entity's security lending program, state the amount of the following as of the current statement date:
16.1 Total fair value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
16.2 Total book/adjusted carrying value of reinvested collateral assets reported on Schedule DL, Parts 1 and 2
16.3 Total payable for securities lending reported on the liability page

17. Excluding items in Schedule E - Part 3 - Special Deposits, real estate, mortgage loans and investments held physically in the reporting entity's
offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a
custodial agreement with a qualified bank or trust company in accordance with Section 1, III - General Examination Considerations, F.
Outsourcing of Critical Functions, Custodial or Safekeeping Agreements of the NAIC Financial Condition Examiners Handbook?

17.1 For all agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

Yes[] No[X]
Yes[] No[] N/A[X]

\$ 0
\$ 0
\$ 0

1	2
Name of Custodian(s)	Custodian Address
Comerica Bank	500 Woodward Ave, Detroit, MI 48226
.....
.....

17.2 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name,
location and a complete explanation:

1	2	3
Name(s)	Location(s)	Complete Explanation(s)
.....

17.3 Have there been any changes, including name changes, in the custodian(s) identified in 17.1 during the current quarter?

17.4 If yes, give full and complete information relating thereto:

Yes[] No[X]

1	2	3	4
Old Custodian	New Custodian	Date of Change	Reason
.....

17.5 Identify all investment advisors, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts,
handle securities and have authority to make investments on behalf of the reporting entity:

1	2	3
Central Registration Depository	Name(s)	Address
134261	RSW Investments	47 Maple St., Suite 304, Summit, NJ, 07901
114949	Madison Scottsdale	8777 N. Gainey Center Dr, Ste 200, Scottsdale, AZ 85258
19616	Wells Fargo Advisors	718 Notre Dame, Suite 200, Grosse Pointe, MI. 48230

18.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed?

18.2 If no, list exceptions:

Yes[X] No[]

GENERAL INTERROGATORIES

PART 2 - HEALTH

1. Operating Percentages:	
1.1 A&H loss percent	89.301%
1.2 A&H cost containment percent	0.339%
1.3 A&H expense percent excluding cost containment expenses	10.078%
2.1 Do you act as a custodian for health savings accounts?	Yes[] No[X]
2.2 If yes, please provide the amount of custodial funds held as of the reporting date.	\$..... 0
2.3 Do you act as an administrator for health savings accounts?	Yes[] No[X]
2.4 If yes, please provide the balance of the funds administered as of the reporting date.	\$..... 0

SCHEDULE S - CEDED REINSURANCE
Showing All New Reinsurance Treaties - Current Year to Date

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Reinsurer	5 Domiciliary Jurisdiction	6 Type of Reinsurance Ceded	7 Type of Reinsurer	8 Certified Reinsurer Rating (1 through 6)	9 Effective Date of Certified Reinsurer Rating
Accident and Health - Non-affiliates								
11835	04-1590940	07/01/2013	PARTNERRE AMER INS CO	DE	SSL/A/I	Authorized		
13989	98-0636926	01/01/2014	SAXON RE LTD	MI	SSL/A/I	Authorized		

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS
Current Year to Date - Allocated by States and Territories

		1	Direct Business Only							
			2	3	4	5	6	7	8	9
State, Etc.		Active Status	Accident and Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life and Annuity Premiums and Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit-Type Contracts
1.	Alabama (AL)	N								
2.	Alaska (AK)	N								
3.	Arizona (AZ)	N								
4.	Arkansas (AR)	N								
5.	California (CA)	N								
6.	Colorado (CO)	N								
7.	Connecticut (CT)	N								
8.	Delaware (DE)	N								
9.	District of Columbia (DC)	N								
10.	Florida (FL)	N								
11.	Georgia (GA)	N								
12.	Hawaii (HI)	N								
13.	Idaho (ID)	N								
14.	Illinois (IL)	N								
15.	Indiana (IN)	L	1,222,934						1,222,934	
16.	Iowa (IA)	N								
17.	Kansas (KS)	N								
18.	Kentucky (KY)	L	1,613,450						1,613,450	
19.	Louisiana (LA)	N								
20.	Maine (ME)	N								
21.	Maryland (MD)	N								
22.	Massachusetts (MA)	N								
23.	Michigan (MI)	L	2,283,797	8,691,200	584,960,764				595,935,761	
24.	Minnesota (MN)	N								
25.	Mississippi (MS)	N								
26.	Missouri (MO)	N								
27.	Montana (MT)	N								
28.	Nebraska (NE)	N								
29.	Nevada (NV)	N								
30.	New Hampshire (NH)	N								
31.	New Jersey (NJ)	N								
32.	New Mexico (NM)	N								
33.	New York (NY)	N								
34.	North Carolina (NC)	N								
35.	North Dakota (ND)	N								
36.	Ohio (OH)	L	2,572,200						2,572,200	
37.	Oklahoma (OK)	N								
38.	Oregon (OR)	N								
39.	Pennsylvania (PA)	N								
40.	Rhode Island (RI)	N								
41.	South Carolina (SC)	N								
42.	South Dakota (SD)	N								
43.	Tennessee (TN)	N								
44.	Texas (TX)	N								
45.	Utah (UT)	N								
46.	Vermont (VT)	N								
47.	Virginia (VA)	N								
48.	Washington (WA)	N								
49.	West Virginia (WV)	N								
50.	Wisconsin (WI)	N								
51.	Wyoming (WY)	N								
52.	American Samoa (AS)	N								
53.	Guam (GU)	N								
54.	Puerto Rico (PR)	N								
55.	U.S. Virgin Islands (VI)	N								
56.	Northern Mariana Islands (MP)	N								
57.	Canada (CAN)	N								
58.	Aggregate other alien (OT)	X X X								
59.	Subtotal	X X X	7,692,381	8,691,200	584,960,764				601,344,345	
60.	Reporting entity contributions for Employee Benefit Plans	X X X								
61.	Total (Direct Business)	(a)..... 4	7,692,381	8,691,200	584,960,764				601,344,345	
DETAILS OF WRITE-INS										
5801.	X X X								
5802.	X X X								
5803.	X X X								
5898.	Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899.	TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

(L) Licensed or Chartered - Licensed Insurance Carrier or Domiciled RRG; (R) Registered - Non-domiciled RRGs; (Q) Qualified - Qualified or Accredited Reinsurer; (E) Eligible - Reporting Entities eligible or approved to write Surplus Lines in the state; (N) None of the above - Not allowed to write business in the state.

(a) Insert the number of L responses except for Canada and Other Alien.

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART

Caidan Enterprises, Inc. (MI; Federal Employer Identification # 52-2422207)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

D. Cotton, MD	32.4%
S. Cotton	31.6%
J. Cotton	10.0% - Non Voting Stock
S.P. Cotton	10.0% - Non Voting Stock
M. Cotton	10.0% - Non Voting Stock
T. Lauzon	6.0%

Caidan Management Company, LLC (MI; Federal Employer Identification # 26-4004494)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Rx, LLC (MI; Federal Employer Identification # 27-1339224)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Health Management, Inc. (MI; Federal Employer Identification # 38-3360283)

(common ownership with Caidan Enterprises, Inc. majority shareholder)

Organization Governance and Ownership Structure:

Equity Shareholders

Shareholders at June 30, 2014:

D. Cotton, MD	100%
---------------	------

Caidan Holding Company, Inc. (MI; Federal Employer Identification # 26-4004578)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Enterprises, Inc.	100%
--------------------------	------

Meridian Health Plan of Michigan, Inc. (MI; NAIC # 52563; Federal Employer Identification # 38-3253977)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Illinois, Inc. (IL; NAIC # 13189; Federal Employer Identification # 20-3209671)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Meridian Health Plan of Iowa, Inc. (IA; NAIC # 14145; Federal Employer Identification # 45-1749180)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

Granite Care - Meridian Health Plan of New Hampshire, Inc. (NH; NAIC # 14228; Federal Employer Identification # 36-4717033)

Organization Governance and Ownership Structure:

Equity Shareholders

Board of Directors

Shareholders at June 30, 2014:

Caidan Holding Company, Inc.	100%
------------------------------	------

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	Federal ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Names of Parent, Subsidiaries Or Affiliates	Domic- iliary Loca- tion	Relation- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
.....	00000	52-2422207	Caidan Enterprises, Inc. MI UIP ..	David B. Cotton	Ownership, Board of Directors 32.4	David B. Cotton
.....	00000	26-4004578	Caidan Holding Company, Inc. MI UDP ..	Caidan Enterprises, Inc.	Ownership 100.0	David B. Cotton
.....	0000	26-4004494	Caidan Management Company, LLC MI NIA ..	Caidan Enterprises, Inc.	Ownership 100.0	David B. Cotton
.....	0000	38-3360283	Health Management, Inc MI NIA ..	Caidan Enterprises, Inc.	Ownership 100.0	David B. Cotton
.....	00000	27-1339224	MeridianRx, LLC MI NIA ..	Caidan Enterprises, Inc.	Ownership 100.0	David B. Cotton
4640	13189	20-3209671	Meridian Health Plan of Illinois, Inc IL IA ...	Caidan Holding Company, Inc.	Ownership 100.0	David B. Cotton
4640	14145	45-1749180	Meridian Health Plan of Iowa, Inc IA NIA ..	Caidan Holding Company, Inc.	Ownership 100.0	David B. Cotton
4640	14228	36-4717033	Granite Care - Meridian Health Plan of New Hampshire, Inc NH IA ...	Caidan Holding Company, Inc.	Ownership 100.0	David B. Cotton
.....	00000 UDP

916

Asterisk	Explanation
0000001

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

	RESPONSE
1. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC with this statement?	Yes

Explanations:

Bar Codes:

OVERFLOW PAGE FOR WRITE-INS

ASSETS

	Current Statement Date			4 December 31 Prior Year Net Admitted Assets
	1 Assets	2 Nonadmitted Assets	3 Net Admitted Assets (Cols. 1 - 2)	
2504.
2597. Summary of remaining write-ins for Line 25 (Lines 2504 through 2596)

STATEMENT OF REVENUE AND EXPENSES (Continued)

	1 Current Year To Date	2 Prior Year To Date	3 Prior Year Ended December 31
4704.
4797. Summary of remaining write-ins for Line 47 (Lines 4704 through 4796)

STATEMENT AS OF **June 30, 2014** OF THE **Meridian Health Plan of Michigan, Inc.**

SCHEDULE A - VERIFICATION

Real Estate		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year		
2.	Cost of acquired		
2.1	Actual cost at time of acquisition		
2.2	Additional investment made after acquisition		
3.	Current year change in encumbrances		
4.	Total gain (loss) on disposals		
5.	Deduct amounts received on disposals		
6.	Total foreign exchange change in book/adjusted carrying value		
7.	Deduct current year's other than temporary impairment recognized		
8.	Deduct current year's depreciation		
9.	Book/adjusted carrying value at the end of current period (Lines 1 + 2 + 3 + 4 - 5 + 6 - 7 - 8)		
10.	Deduct total nonadmitted amounts		
11.	Statement value at end of current period (Line 9 minus Line 10)		

SCHEDULE B - VERIFICATION

Mortgage Loans

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book value/recorded investment excluding accrued interest, December 31 of prior year		
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition		
2.2	Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals		
8.	Deduct amortization of premium and mortgage interest points		
9.	Total foreign exchange change in book value/recorded investment		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book value/recorded investment excluding accrued interest at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)		
12.	Total valuation allowance		
13.	Subtotal (Line 11 plus Line 12)		
14.	Deduct total nonadmitted amounts		
15.	Statement value at end of current period (Line 13 minus Line 14)		

SCHEDULE BA - VERIFICATION

Other Long-Term Invested Assets

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,631,754	1,710,427
2.	Cost of acquired:		
2.1	Actual cost at time of acquisition		
2.2	Additional investment made after acquisition		
3.	Capitalized deferred interest and other		
4.	Accrual of discount		
5.	Unrealized valuation increase (decrease)		(12,313)
6.	Total gain (loss) on disposals		
7.	Deduct amounts received on disposals	49,962	66,360
8.	Deduct amortization of premium and depreciation		
9.	Total foreign exchange change in book/adjusted carrying value		
10.	Deduct current year's other than temporary impairment recognized		
11.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 + 6 - 7 - 8 + 9 - 10)	1,581,792	1,631,754
12.	Deduct total nonadmitted amounts	1,329,309	1,365,850
13.	Statement value at end of current period (Line 11 minus Line 12)	252,483	265,904

SCHEDULE D - VERIFICATION

Bonds and Stocks

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value of bonds and stocks, December 31 of prior year	63,322,922	66,886,027
2.	Cost of bonds and stocks acquired	11,672,222	40,533,933
3.	Accrual of discount	13,925	43,412
4.	Unrealized valuation increase (decrease)	(190,904)	1,514,557
5.	Total gain (loss) on disposals	280,191	300,933
6.	Deduct consideration for bonds and stocks disposed of	13,735,023	45,085,544
7.	Deduct amortization of premium	379,463	870,396
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	60,983,870	63,322,922
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	60,983,870	63,322,922

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SCHEDULE D - PART 1B
Showing the Acquisitions, Dispositions and Non-Trading Activity
During the Current Quarter for all Bonds and Preferred Stock by NAIC Designation

NAIC Designation	1 Book/Adjusted Carrying Value Beginning of Current Quarter	2 Acquisitions During Current Quarter	3 Dispositions During Current Quarter	4 Non-Trading Activity During Current Quarter	5 Book/Adjusted Carrying Value End of First Quarter	6 Book/Adjusted Carrying Value End of Second Quarter	7 Book/Adjusted Carrying Value End of Third Quarter	8 Book/Adjusted Carrying Value December 31 Prior Year
BONDS								
1. NAIC 1 (a)	74,958,727	21,001,567	25,030,266	719,187	74,958,727	71,649,215		72,480,719
2. NAIC 2 (a)	2,533,286	5,635,816	1,000,000	(1,090,288)	2,533,286	6,078,814		4,681,153
3. NAIC 3 (a)								
4. NAIC 4 (a)								
5. NAIC 5 (a)								
6. NAIC 6 (a)								
7. Total Bonds	77,492,013	26,637,383	26,030,266	(371,101)	77,492,013	77,728,029		77,161,872
PREFERRED STOCK								
8. NAIC 1								
9. NAIC 2								
10. NAIC 3								
11. NAIC 4								
12. NAIC 5								
13. NAIC 6								
14. Total Preferred Stock								
15. Total Bonds & Preferred Stock	77,492,013	26,637,383	26,030,266	(371,101)	77,492,013	77,728,029		77,161,872

(a) Book/Adjusted Carrying Value column for the end of the current reporting period includes the following amount of non-rated short-term and cash equivalent bonds by NAIC designation: NAIC 1 \$.....11,874,135; NAIC 2 \$.....8,645,333; NAIC 3 \$.....0; NAIC 4 \$.....0; NAIC 5 \$.....0; NAIC 6 \$.....0

SCHEDULE DA - PART 1

Short - Term Investments

	1 Book/Adjusted Carrying Value	2 Par Value	3 Actual Cost	4 Interest Collected Year To Date	5 Paid for Accrued Interest Year To Date
9199999. Totals	28,281,540	X X X	28,519,869	211,423	96,064

SCHEDULE DA - Verification

Short-Term Investments

		1 Year To Date	2 Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	24,148,391	18,433,332
2.	Cost of short-term investments acquired	37,649,480	75,621,771
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		725
6.	Deduct consideration received on disposals	33,183,165	69,496,553
7.	Deduct amortization of premium	333,166	410,884
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)	28,281,540	24,148,391
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)	28,281,540	24,148,391

SI04 Schedule DB - Part A Verification NONE

SI04 Schedule DB - Part B Verification NONE

SI05 Schedule DB Part C Section 1 NONE

SI06 Schedule DB Part C Section 2 NONE

SI07 Schedule DB - Verification NONE

SCHEDULE E - Verification
(Cash Equivalents)

		1	2
		Year To Date	Prior Year Ended December 31
1.	Book/adjusted carrying value, December 31 of prior year	1,279,591	
2.	Cost of cash equivalents acquired		1,481,429
3.	Accrual of discount		
4.	Unrealized valuation increase (decrease)		
5.	Total gain (loss) on disposals		
6.	Deduct consideration received on disposals	1,275,000	200,000
7.	Deduct amortization of premium	4,591	1,838
8.	Total foreign exchange change in book/adjusted carrying value		
9.	Deduct current year's other than temporary impairment recognized		
10.	Book/adjusted carrying value at end of current period (Lines 1 + 2 + 3 + 4 + 5 - 6 - 7 + 8 - 9)		1,279,591
11.	Deduct total nonadmitted amounts		
12.	Statement value at end of current period (Line 10 minus Line 11)		1,279,591

E01 Schedule A Part 2 NONE

E01 Schedule A Part 3 NONE

E02 Schedule B Part 2 NONE

E02 Schedule B Part 3 NONE

SCHEDULE BA - PART 2

Showing Other Long-Term Invested Assets ACQUIRED AND ADDITIONS MADE During the Current Quarter

1	2	Location		5	6	7	8	9	10	11	12	13
CUSIP Identification	Name or Description	3	4	Name of Vendor or General Partner	NAIC Designation	Date Originally Acquired	Type and Strategy	Actual Cost at Time of Acquisition	Additional Investment Made After Acquisition	Amount of Encumbrances	Commitment for Additional Investment	Percentage of Ownership
		City	State									
NONE												
4699999 TOTALS XXX

SCHEDULE BA - PART 3

Showing Other Long-Term Invested Assets DISPOSED, Transferred or Repaid During the Current Quarter

1	2	Location		5	6	7	8	Change in Book/Adjusted Carrying Value						15	16	17	18	19	20
		3	4					9	10	11	12	13	14						
CUSIP Identification	Name or Description	City	State	Name of Purchaser or Nature of Disposal	Date Originally Acquired	Disposal Date	Book/Adjusted Carrying Value Less Encumbrances, Prior Year	Unrealized Valuation Increase (Decrease)	Current Year's (Depreciation) or (Amortization)/ Accretion	Current Year's Other Than Temporary Impairment Recognized	Capitalized Deferred Interest and Other	Total Change in B./A.C.V. (9 + 10 - 11 + 12)	Total Foreign Exchange Change in B./A.C.V.	Book/Adjusted Carrying Value Less Encumbrances on Disposal	Consideration	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Investment Income
Joint Venture - Real Estate - Unaffiliated																			
.....	Barrow Street Real Estate																		
	Fund III, LP	Stamford	CT		03/06/2006	06/30/2014	265,904							265,904	13,421				
1799999 Subtotal - Joint Venture - Real Estate - Unaffiliated							265,904							265,904	13,421				
Non-collateral Loans - Unaffiliated																			
	Loan Receivable			Loan Payment	05/31/2012	05/31/2014	1,365,850							1,365,850	36,541				95,610
2799999 Subtotal - Non-collateral Loans - Unaffiliated							1,365,850							1,365,850	36,541				95,610
4499999 Total - Unaffiliated							1,631,754							1,631,754	49,962				95,610
4699999 TOTALS							1,631,754							1,631,754	49,962				95,610

SCHEDULE D - PART 3

Show All Long-Term Bonds and Stock Acquired During the Current Quarter

1	2	3	4	5	6	7	8	9	10
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends	NAIC Designation or Market Indicator (a)
Bonds - U.S. Governments									
38378ND91	GNMA REMIC TRUST		05/22/2014	UBS	X X X	1,003,579	993,950	1,565	1
831641EZ4	SMALL BUSINESS ADMIN GTD PTNCT		05/28/2014	UBS	X X X	401,963	381,517	3,542	1
0599999 Subtotal - Bonds - U.S. Governments					X X X	1,405,542	1,375,466	5,107	X X X
Bonds - U.S. States, Territories and Possessions									
20772JTF9	CONNECTICUT ST		05/21/2014	UBS	X X X	317,169	275,000		1FE
70914PWE8	PENNSYLVANIA ST		05/13/2014	UBS	X X X	324,528	280,000	39	1FE
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	641,697	555,000	39	X X X
Bonds - U.S. Political Subdivisions of States, Territories and Possessions									
3464245T7	FORNEY TEX INDPT SCH DIST		06/25/2014	UBS	X X X	261,111	245,000		1FE
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	261,111	245,000		X X X
Bonds - U.S. Special Revenue, Special Assessment									
29270CC37	ENERGY NORTHWEST WASH ELEC REV		05/30/2014	Exchange	X X X	70,130	65,000		1FE
29270CC45	ENERGY NORTHWEST WASH ELEC REV		05/30/2014	Exchange	X X X	102,516	95,000		1FE
29270CC86	ENERGY NORTHWEST WASH ELEC REV		05/30/2014	Exchange	X X X	140,259	130,000		1FE
29270CC94	ENERGY NORTHWEST WASH ELEC REV		05/30/2014	Exchange	X X X	232,010	215,000		1FE
3134G4CP1	FEDERAL HOME LN MTG CORP		06/13/2014	UBS	X X X	1,001,620	1,000,000	7,246	1
3130A1S33	FEDERAL HOME LOAN BANKS		05/16/2014	UBS	X X X	1,000,000	1,000,000	660	1
3130A1SY5	FEDERAL HOME LOAN BANKS		04/23/2014	UBS	X X X	500,000	500,000		1
3136AH7E4	FNMA REMIC TRUST 2014-21		04/10/2014	UBS	X X X	988,987	982,538	669	1
647310S85	NEW MEXICO ST SEVERANCE TAX		05/20/2014	UBS	X X X	318,230	275,000		1FE
67755NET8	OHIO ST DEPT ADMINISTRATIVE SV		05/14/2014	UBS	X X X	313,163	280,000		1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	4,666,915	4,542,538	8,575	X X X
8399997 Subtotal - Bonds - Part 3					X X X	6,975,265	6,718,005	13,721	X X X
8399999 Subtotal - Bonds					X X X	6,975,265	6,718,005	13,721	X X X
Common Stocks - Mutual Funds									
47804M878	JOHN HANCOCK FDS II GLOBAL		06/19/2014	UBS	88,021.843	986,725	X X X		L
56064B852	MAINSTAY FDS TR		06/19/2014	UBS	55,062.771	986,725	X X X		L
9299999 Subtotal - Common Stocks - Mutual Funds					X X X	1,973,450	X X X		X X X
9799997 Subtotal - Common Stocks - Part 3					X X X	1,973,450	X X X		X X X
9799999 Subtotal - Common Stocks					X X X	1,973,450	X X X		X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,973,450	X X X		X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	8,948,715	X X X	13,721	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

QE05

SCHEDULE D - PART 4

Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)	
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.								
CUSIP Identification	Description																					
Bonds - U.S. Governments																						
36296DJ82	GNMA PASS-THRU X SINGLE FAMILY		06/16/2014	PRINCIPAL RECEIPT	X X X	1,710	1,710	1,793	1,809	(99)			(99)		1,710				38	10/15/2023	1	
36296JCV5	GNMA PASS-THRU X SINGLE FAMILY		06/16/2014	PRINCIPAL RECEIPT	X X X	3,840	3,840	3,968	3,960	(120)			(120)		3,840				70	08/15/2039	1	
36297FSV5	GNMA PASS-THRU X SINGLE FAMILY		06/16/2014	PRINCIPAL RECEIPT	X X X	5,861	5,861	6,095	6,064	(203)			(203)		5,861				108	08/15/2024	1	
38378ND91	GNMA REMIC TRUST		06/16/2014	PRINCIPAL RECEIPT	X X X	2,029	2,029	2,049	2,049	(20)			(20)		2,029				4	08/16/2039	1	
38373SW78	GNMA REMIC TRUST 2003-35		06/16/2014	PRINCIPAL RECEIPT	X X X	5,648	5,648	5,705	5,705	(56)			(56)		5,648				94	03/16/2033	1	
38374HUF5	GNMA REMIC TRUST 2004-67		06/16/2014	PRINCIPAL RECEIPT	X X X	46,429	46,429	48,533	47,135	(706)			(706)		46,429				972	06/16/2028	1	
38373MR51	GNMA REMIC TRUST 2008-14		06/16/2014	PRINCIPAL RECEIPT	X X X	31,114	31,114	32,570	32,354	(1,240)			(1,240)		31,114				555	12/16/2042	1	
38376KNS6	GNMA REMIC TRUST 2009-87		06/23/2014	PRINCIPAL RECEIPT	X X X	85,621	85,621	90,584	85,996	(374)			(374)		85,621				1,684	03/20/2034	1	
38377JZM8	GNMA REMIC TRUST 2010-125		06/23/2014	PRINCIPAL RECEIPT	X X X	9,953	9,953	10,272	10,198	(245)			(245)		9,953				146	04/20/2039	1	
38377JPQ0	GNMA REMIC TRUST 2010-98		06/23/2014	PRINCIPAL RECEIPT	X X X	6,197	6,197	6,975	6,746	(549)			(549)		6,197				108	09/20/2021	1	
38375CWQ9	GNMA REMIC TRUST 2012-43		06/23/2014	PRINCIPAL RECEIPT	X X X	7,894	7,894	8,310	8,248	(353)			(353)		7,894				92	07/20/2039	1	
0599999 Subtotal - Bonds - U.S. Governments					X X X	206,296	206,296	216,854	208,215	(3,965)			(3,965)		206,296				3,871	X X X	X X X	
Bonds - U.S. States, Territories and Possessions																						
419780F48	HAWAII ST		05/01/2014	CALLED @ 100.0000000	X X X	250,000	250,000	254,123	253,865	(3,865)			(3,865)		250,000				6,250	05/01/2019	1FE	
1799999 Subtotal - Bonds - U.S. States, Territories and Possessions					X X X	250,000	250,000	254,123	253,865	(3,865)			(3,865)		250,000				6,250	X X X	X X X	
Bonds - U.S. Political Subdivisions of States, Territories and Possessions																						
181059KC9	CLARK CNTY NEV SCH DIST FOR IS																					
	LTG		05/07/2014	UBS	X X X	341,694	300,000	308,109	305,584	(221)			(221)		305,363				36,331	06/15/2021	1FE	
438670QB0	HONOLULU HAWAII CITY & CNTY		05/13/2014	UBS	X X X	495,312	440,000	507,043	494,152	(5,546)			(5,546)		488,606				6,706	07/01/2024	1FE	
2499999 Subtotal - Bonds - U.S. Political Subdivisions of States, Territories and Possessions					X X X	837,006	740,000	815,152	799,736	(5,767)			(5,767)		793,969				43,037	X X X	X X X	
Bonds - U.S. Special Revenue, Special Assessment																						
29270CMA0	ENERGY NORTHWEST WASH ELEC																					
	REV		05/30/2014	Exchange	X X X	210,389	195,000	218,798	213,396	(3,008)			(3,008)		210,389				4,875	07/01/2023	1FE	
29270CMB8	ENERGY NORTHWEST WASH ELEC																					
	REV		05/30/2014	Exchange	X X X	334,525	310,000	338,582		(4,057)			(4,057)		334,525							
3128PES33	FED HOME LN MTG		06/16/2014	PRINCIPAL RECEIPT	X X X	2,048	2,048	2,193	2,060	(11)			(11)		2,048				47	07/01/2024	1FE	
31333XVW2	FEDERAL HM LN BK CMO Y2-2015		06/23/2014	PRINCIPAL RECEIPT	X X X	3,117	3,117	3,130	3,123	(7)			(7)		3,117				32	08/01/2016	1	
31283KWN4	FEDERAL HOME LN MTG CORP POOL																					
	#G1		06/16/2014	PRINCIPAL RECEIPT	X X X	4,463	4,463	4,516	4,498	(34)			(34)		4,463				87	04/20/2015	1	
31335HVE0	FEDERAL HOME LOAN 90613 5% 1/2023		06/16/2014	PRINCIPAL RECEIPT	X X X	805	805	858	778	27			27		805				17	04/01/2019	1	
3133835F4	FEDERAL HOME LOAN BANKS		05/28/2014	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	977,500	984,893	4,332			4,332		989,226				6,250	01/01/2023	1	
3136G0QD6	FEDERAL NATL MTG ASSN		04/09/2014	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	998,500	1,000,000						1,000,000				11,250	05/28/2026	1	
3136G1ES4	FEDERAL NATL MTG ASSN		05/28/2014	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	998,500	1,000,000						1,000,000				12,500	07/09/2027	1	
3136G1QY8	FEDERAL NATL MTG ASSN		05/07/2014	CALLED @ 100.0000000	X X X	1,000,000	1,000,000	1,000,000	1,000,000						1,000,000				22,500	02/28/2028	1	
3136A9AZ1	FEDERAL NATL MTG ASSN GTD REMIC		06/26/2014	PRINCIPAL RECEIPT	X X X	3,197	3,197	3,229	3,239	(43)			(43)		3,197				23	08/07/2028	1	
31395AX83	FHLMC MULTICLASS PREASSIGN 4.5		06/16/2014	PRINCIPAL RECEIPT	X X X	14,695	14,695	15,572	15,052	(356)			(356)		14,695				257	06/25/2042	1	
31396EGF7	FHLMC MULTICLASS SER 3079 CL MD 5		06/16/2014	PRINCIPAL RECEIPT	X X X	15,264	15,264	16,008	15,395	(131)			(131)		15,264				296	07/15/2019	1	
3128PNC99	FHLMC PC GOLD 15 YR		06/16/2014	PRINCIPAL RECEIPT	X X X	2,601	2,601	2,670	2,686	(85)			(85)		2,601				46	03/15/2034	1	
3128MCGH2	FHLMC PC GOLD COMB 15		06/16/2014	PRINCIPAL RECEIPT	X X X	3,796	3,796	3,889	3,895	(98)			(98)		3,796				66	06/01/2024	1	
3128MMX00	FHLMC PC GOLD COMB 15		06/16/2014	PRINCIPAL RECEIPT	X X X	2,221	2,221	2,279	2,290	(69)			(69)		2,221				39	06/01/2024	1	
3128KQD78	FHLMC PC GOLD COMB 30		06/16/2014	PRINCIPAL RECEIPT	X X X	900	900	943	952	(52)			(52)		900				19	05/01/2024	1	
31297H4M8	FHLMC PC GOLD COMB 30		06/16/2014	PRINCIPAL RECEIPT	X X X	6,793	6,793	6,933	6,948	(155)			(155)		6,793				141	02/01/2037	1	
31297VY69	FHLMC PC GOLD COMB 30		06/16/2014	PRINCIPAL RECEIPT	X X X	168	168	171	173	(5)			(5)		168				4	02/01/2035	1	
31394GU92	FHLMC REMIC SERIES 2666		06/16/2014	PRINCIPAL RECEIPT	X X X	6,357	6,357	6,770	6,731	(374)			(374)		6,357				111	08/15/2023	1	
31394HUD1	FHLMC REMIC SERIES 2668		06/16/2014	PRINCIPAL RECEIPT	X X X	8,028	8,028	8,329	8,088	(61)			(61)		8,028				156	11/01/2035	1	
31394XJ98	FHLMC REMIC SERIES 2772		06/16/2014	PRINCIPAL RECEIPT	X X X	21,990	21,990	22,834	22,168	(178)			(178)		21,990				428	03/15/2032	1	
31396ND86	FHLMC REMIC SERIES 3145		06/16/2014	PRINCIPAL RECEIPT	X X X	1,973	1,973	2,035	1,994	(21)			(21)		1,973				37	07/15/2032	1	
3137A8L89	FHLMC REMIC SERIES 3819		06/16/2014	PRINCIPAL RECEIPT	X X X	8,426	8,426	8,588	8,554	(128)			(128)		8,426				82	10/15/2034	1	
3137AH4V7	FHLMC REMIC SERIES 3936		06/16/2014	PRINCIPAL RECEIPT	X X X	16,522	16,522	16,481	16,485	37			37		16,522				97	11/15/2018	1	
3137AFVW7	FHLMC REMIC SERIES 3944		06/16/2014	PRINCIPAL RECEIPT	X X X	6,209	6,209	6,290	6,258	(49)			(49)		6,209				60	03/15/2026	1	
3137APK03	FHLMC REMIC SERIES 4030		06/16/2014	PRINCIPAL RECEIPT	X X X	9,045	9,045	9,090	9,082	(37)			(37)		9,045				70	07/15/2022	1	
3137AWB95	FHLMC REMIC SERIES 4135		06/16/2014	PRINCIPAL RECEIPT	X X X	8,436	8,436	8,464	8,461	(25)			(25)		8,436				45	02/15/2041	1	
31371MBN6	FNMA 255745 5.5% 5/2025		06/26/2014	PRINCIPAL RECEIPT	X X X	1,442	1,442	1,612	1,419	22			22		1,442				31	11/15/2027	1	
31402BXE9	FNMA PASS-THRU INT 15 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	1,332	1,332	1,370	1,355	(23)			(23)		1,332				26	05/01/2025	1	
31410FWM3	FNMA PASS-THRU INT 15 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	3,509	3,509	3,649	3,611	(102)			(102)		3,509				73	08/01/2018	1	
31414RTJ8	FNMA PASS-THRU INT 15 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	389	389	399	405	(16)			(16)		389				7	05/01/2021	1	
31416RTG8	FNMA PASS-THRU INT 15 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	4,577	4,577	4,582	4,582	(5)			(5)		4,577				7	04/01/2023	1	

SCHEDULE D - PART 4
Show All Long-Term Bonds and Stocks Sold, Redeemed or Otherwise Disposed of
During the Current Quarter

QE05.1

1	2	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value					16 Book/ Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Stated Contractual Maturity Date	22 NAIC Designation or Market Indicator (a)
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year's (Amortization)/ Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (11 + 12 - 13)	15 Total Foreign Exchange Change in B./A.C.V.							
31417KQ59	FNMA PASS-THRU INT 15 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	6,848	6,848	6,871	6,867		(19)		(19)		6,848				106	08/01/2024	1
31371LCD9	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	1,873	1,873	1,920	1,934		(61)		(61)		1,873				36	09/01/2033	1
31402CVZ2	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	5,775	5,775	5,907	5,943		(168)		(168)		5,775				112	03/01/2034	1
31402DMP2	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	2,674	2,674	2,716	2,731		(56)		(56)		2,674				51	09/01/2034	1
31403C6L0	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	2,823	2,823	2,891	2,906		(83)		(83)		2,823				59	02/01/2036	1
31403DDX4	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	3,324	3,324	3,481	3,511		(187)		(187)		3,324				76	04/01/2036	1
31414PZM4	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	1,580	1,580	1,655	1,712		(132)		(132)		1,580				37	03/01/2038	1
31416RFA6	FNMA PASS-THRU LNG 30 YEAR		06/26/2014	PRINCIPAL RECEIPT	X X X	2,063	2,063	2,073	2,078		(16)		(16)		2,063				38	01/01/2034	1
31371KSH5	FNMA POOL #254420 6% DUE 07-01-20		06/26/2014	PRINCIPAL RECEIPT	X X X	2,036	2,036	2,097	2,091		(55)		(55)		2,036				48	07/01/2022	1
31371LHE2	FNMA POOL #255029 5% 12-01-2023 B		06/26/2014	PRINCIPAL RECEIPT	X X X	3,394	3,394	3,404	3,404		(10)		(10)		3,394				68	12/01/2023	1
31371LR50	FNMA POOL #255308 3 5% 05-01-2014		05/25/2014	PRINCIPAL RECEIPT	X X X	1,837	1,837	1,815	1,835		2		2		1,837				23	05/01/2014	1
31371INU45	FNMA POOL #257203 5% DUE 05-01-20		06/26/2014	PRINCIPAL RECEIPT	X X X	1,789	1,789	1,779	1,777		12		12		1,789				36	05/01/2028	1
31402RA41	FNMA POOL #735427 4 5% 12-01-2018		06/26/2014	PRINCIPAL RECEIPT	X X X	3,578	3,578	3,563	3,568		9		9		3,578				67	12/01/2018	1
31412QWA3	FNMA POOL #932241 4% 12-01-2019 B		06/26/2014	PRINCIPAL RECEIPT	X X X	3,664	3,664	3,783	3,757		(93)		(93)		3,664				61	12/01/2019	1
31394UUM2	FNMA REMIC TRUST 2005-101		06/26/2014	PRINCIPAL RECEIPT	X X X	11,889	11,889	12,651	12,098		(209)		(209)		11,889				254	06/25/2034	1
31394DED8	FNMA REMIC TRUST 2005-22		06/26/2014	PRINCIPAL RECEIPT	X X X	12,874	12,874	13,397	13,028		(153)		(153)		12,874				268	10/25/2033	1
31396QZS1	FNMA REMIC TRUST 2009-70		06/26/2014	PRINCIPAL RECEIPT	X X X	4,603	4,603	4,645	4,631		(28)		(28)		4,603				54	08/25/2019	1
31397QKB3	FNMA REMIC TRUST 2011-8		06/26/2014	PRINCIPAL RECEIPT	X X X	4,256	4,256	4,628	4,485		(229)		(229)		4,256				66	12/25/2023	1
3136A4E88	FNMA REMIC TRUST 2012-17		06/26/2014	PRINCIPAL RECEIPT	X X X	11,359	11,359	11,409	11,397		(38)		(38)		11,359				88	07/25/2039	1
3136AHT4	FNMA REMIC TRUST 2014-21		06/26/2014	PRINCIPAL RECEIPT	X X X	34,848	34,848	35,076			(229)		(229)		34,848				51	04/25/2029	1
442435AY9	HOUSTON TEX UTIL SYS REV		05/15/2014	CALLED @ 100.0000000	X X X	250,000	250,000	272,540	253,033		(3,033)		(3,033)		250,000				6,563	05/15/2022	1FE
64986ASP7	NEW YORK ST ENVIRONMENTAL FACS		05/20/2014	UBS	X X X	336,786	300,000	337,950	336,002		(3,935)		(3,935)		332,068		4,718	4,718	6,583	06/15/2023	1FE
3199999 Subtotal - Bonds - U.S. Special Revenue, Special Assessment					X X X	5,413,090	5,336,388	5,431,015	5,037,359		(13,423)		(13,423)		5,397,598		15,492	15,492	74,494	X X X	X X X
Bonds - Industrial and Miscellaneous (Unaffiliated)																					
36966TEA6	GENERAL ELECTRIC CAPITAL CORP		06/30/2014	CALLED @ 100.0000000	X X X	250,000	250,000	248,125	250,000						250,000				5,000	12/30/2026	1FE
59217EBW3	METROPOLITAN LIFE GLBL FDG144A		06/10/2014	MATURITY	X X X	150,000	150,000	152,408	150,240		(240)		(240)		150,000				3,844	06/10/2014	1FE
3899999 Subtotal - Bonds - Industrial and Miscellaneous (Unaffiliated)					X X X	400,000	400,000	400,533	400,240		(240)		(240)		400,000				8,844	X X X	X X X
8399997 Subtotal - Bonds - Part 4					X X X	7,106,392	6,932,684	7,117,677	6,699,415		(27,260)		(27,260)		7,047,863		58,529	58,529	118,834	X X X	X X X
8399999 Subtotal - Bonds					X X X	7,106,392	6,932,684	7,117,677	6,699,415		(27,260)		(27,260)		7,047,863		58,529	58,529	118,834	X X X	X X X
Common Stocks - Industrial and Miscellaneous (Unaffiliated)																					
09251T509	BLACKROCK GLB ALLOCATION FD		06/16/2014	UBS		19,648.625	432,859	X X X	424,030		2,960		2,960		424,030		8,829	8,829		X X X	L
32008F606	FIRST EAGLE FDS INC		06/16/2014	UBS		10,086.343	571,190	X X X	530,033		(12,814)		(12,814)		530,033		41,156	41,156		X X X	L
466001864	IVY FDS INC		06/16/2014	UBS		18,635.667	592,241	X X X	518,213		(83,346)		(83,346)		518,213		74,028	74,028		X X X	L
94987W307	WELLS FARGO FDS TR		06/16/2014	UBS		32,513.742	377,159	X X X	361,919		(862)		(862)		361,919		15,240	15,240		X X X	L
9099999 Subtotal - Common Stocks - Industrial and Miscellaneous (Unaffiliated)					X X X	1,973,449	X X X	1,834,195	1,888,010		(94,062)		(94,062)		1,834,195		139,253	139,253		X X X	X X X
9799997 Subtotal - Common Stocks - Part 4					X X X	1,973,449	X X X	1,834,195	1,888,010		(94,062)		(94,062)		1,834,195		139,253	139,253		X X X	X X X
9799999 Subtotal - Common Stocks					X X X	1,973,449	X X X	1,834,195	1,888,010		(94,062)		(94,062)		1,834,195		139,253	139,253		X X X	X X X
9899999 Subtotal - Preferred and Common Stocks					X X X	1,973,449	X X X	1,834,195	1,888,010		(94,062)		(94,062)		1,834,195		139,253	139,253		X X X	X X X
9999999 Total - Bonds, Preferred and Common Stocks					X X X	9,079,841	X X X	8,951,872	8,587,425		(94,062)		(121,322)		8,882,058		197,782	197,782	118,834	X X X	X X X

(a) For all common stock bearing the NAIC market indicator "U" provide: the number of such issues0.

E06 Schedule DB Part A Section 1 NONE

E07 Schedule DB Part B Section 1 NONE

E08 Schedule DB Part D Section 1 NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged By Reporting Entity NONE

E09 Schedule DB Part D Section 2 - Collateral Pledged To Reporting Entity NONE

E10 Schedule DL - Part 1 - Securities Lending Collateral Assets NONE

E11 Schedule DL - Part 2 - Securities Lending Collateral Assets NONE

SCHEDULE E - PART 1 - CASH

Month End Depository Balances

1			2	3	4	5	Book Balance at End of Each Month During Current Quarter			9
					Amount of Interest Received During Current Quarter	Amount of Interest Accrued at Current Statement Date	6	7	8	
Depository			Code	Rate of Interest			First Month	Second Month	Third Month	*
open depositories										
JP Morgan Chase, Detroit, MI	Concentration Account				27,418		131,448,887	129,384,240	134,292,996	X X X
Comerica Bank, Detroit, MI	General Account						60,848	72,137	89,524	X X X
0199998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - open depositories			X X X	X X X						X X X
0199999 Totals - Open Depositories			X X X	X X X	27,418		131,509,735	129,456,377	134,382,520	X X X
0299998 Deposits in0 depositories that do not exceed the allowable limit in any one depository (see Instructions) - suspended depositories										
			X X X	X X X						X X X
0299999 Totals - Suspended Depositories			X X X	X X X						X X X
0399999 Total Cash On Deposit			X X X	X X X	27,418		131,509,735	129,456,377	134,382,520	X X X
0499999 Cash in Company's Office			X X X	X X X	X X X	X X X				X X X
0599999 Total Cash			X X X	X X X	27,418		131,509,735	129,456,377	134,382,520	X X X

SCHEDULE E - PART 2 - CASH EQUIVALENTS

Show Investments Owned End of Current Quarter

1	2	3	4	5	6	7	8
Description	Code	Date Acquired	Rate of Interest	Maturity Date	Book/Adjusted Carrying Value	Amount of Interest Due & Accrued	Amount Received During Year
<div>NONE</div>							
8699999 Total - Cash Equivalents



MEDICARE PART D COVERAGE SUPPLEMENT
Net of Reinsurance

NAIC Group Code: 4640

NAIC Company Code: 52563

		Individual Coverage		Group Coverage		5
		1 Insured	2 Uninsured	3 Insured	4 Uninsured	Total Cash
1.	Premiums Collected	2,688,422	X X X		X X X	2,688,422
2.	Earned Premiums	2,682,505	X X X		X X X	X X X
3.	Claims Paid	6,606,808	X X X		X X X	6,606,808
4.	Claims Incurred	6,606,808	X X X		X X X	X X X
5.	Reinsurance Coverage and Low Income Cost Sharing - Claims Paid Net of Reimbursements Applied (a)	X X X		X X X		
6.	Aggregate Policy Reserves - change		X X X		X X X	X X X
7.	Expenses Paid		X X X		X X X	
8.	Expenses Incurred		X X X		X X X	X X X
9.	Underwriting Gain or Loss	(3,924,303)	X X X		X X X	X X X
10.	Cash Flow Results	X X X	X X X	X X X	X X X	(3,918,386)

(a) Uninsured Receivable/Payable with CMS at End of Quarter: \$.....0 due from CMS or \$.....0 due to CMS

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